

**To: UUA Trustees**

**From: John Blevins, for the Governance Working Group**

**Date: 22 Sept 2008**

**Subject: Preparation for Governance Work at our October 2008 Meeting:**

**Package #2 - POLICY and ISSUES Work** (8 pages)

This document is to help us review and adopt proposed changes to our draft policies.

I have included here only the issues and proposed changes, to avoid reproducing the full policy draft. If you want to see the full text of any Policy Section, you may do so at <http://uua.org/aboutus/governance/policy/index.shtml>

I intend to have electronic copies of all these documents available for each of you at our October meeting, but I'm still working on the method of delivery. I'll let you know what we get worked out.

Feel free to send questions, comments, additions, to the Governance WG at [uua-gov@uua.org](mailto:uua-gov@uua.org) at any time.

See you in October,

John Blevins

Convener, Governance Working Group

## Governance Policy Revisions for Review by full Board, Oct, 2008

From: Governance Working Group, Sept 22, 2008

### Change #1 including “full diversity” in values statements

#### SECTION 2: Leadership Covenant and Expectations

##### 2.0 POLICY TITLE: *GLOBAL LEADERSHIP COVENANT AND EXPECTATIONS*

The President of the Unitarian Universalist Association of Congregations shall minister to and lead the Association, **in all its full and rich diversity**, in order to implement the shared vision of the covenanted community as adopted by the Board of Trustees in collaboration with the President, hereinafter known as the *Shared Vision (Ends)*.

#### Change recommended:

Add the phrase “**in all its full and rich diversity**,” as shown above.

**Rationale:** Sec 2.1.1 (Treatment of People) spells out our diversity picture in detailed language. This change brings the intent of that language to the entire section, by placing it in the “global” preamble. It is intended to integrate this core value more fully into our Executive Limitations.

#### Does this work?

### Issue #2 Oversight of professional ministry?

#### Under 2.1 Treatment of People

2.1.5 Fail to acknowledge and respond to sexual, discriminatory or other misconduct by persons employed as paid staff, by members of our professional ministry, or by volunteers of the Association.

**Brody asks:** *Is this the President’s responsibility? How does it relate to the MFC?*

**GovWG comments:** *MFC is a Committee of the Board. But is its work “Board work” in support of the work of the Board? The apparent answer is NO.*

*Or is it “staff work”? Or is there another alternative? Still needs deliberation.*

**Essential question:** What part of our organization should have operational oversight of our professional ministry?

### Issue #3 Compensation consultation?

#### 2.2 POLICY TITLE: *TREATMENT OF CONGREGATIONS*

With respect to member congregations or those congregations seeking membership, the President shall not cause or allow conditions, procedures, decisions or services that are untimely, disrespectful, inequitable, discriminatory or not transparent.

2.2.5 Fail to provide information necessary to help our congregations remunerate all staff with fair, equitable, and geographically consistent compensation packages.

**Brody recommends removing this entire item, as it appears to Dan to be an “end” rather than an “exec limit”.**

**GovWG comment: Do you feel that this service is adequately called for in the Global Policy statement, and your intentions in this area will be met in any reasonable interpretation, or do you wish to call it out in particular, if you see it as a required service?**

*{Note: This item was moved here from 2.5, COMPENSATION OF RELIGIOUS PROFESSIONALS AND CHURCH STAFF allowing deletion of that paragraph.}*

### Issue #4 Replace 3.1.3 with new language? Clarity re: agenda contents?

#### 3.1 POLICY TITLE: *GOVERNING STYLE*

The Board will govern with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of Board and chief executive roles, (e) collective rather than individual decisions, (f) future rather than past or present, (g) pro-activity rather than reactivity, and (h) an open rather than a closed process.

On any issue, the Board must insure that all divergent views are considered in making decisions, yet must resolve into a single organizational position.

Accordingly:

3.1.3. The Board will ~~enforce upon itself whatever discipline is needed to~~ govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, and respect of roles. Although the Board can change its governance process policies at any time, it will observe them scrupulously while in force. In accordance with this discipline, the Board will only allow itself to address a topic if the following criteria have been met, and it is not appropriate for Board members to talk about the topic's content until these questions of appropriateness above are settled:

- A. The issue is shared among Board members, and for example, the majority of the Board believes that it deserves Board time;
- B. The issue is the responsibility of the Board and not the President;
- C. If the Board has dealt with the subject before in a policy, the Board will consider what it has already said on the subject and if the subject has already been addressed the Board will either reaffirm or change its decision;

The focus of the subject is at an appropriate, and typically systemic level, and is not just a fix for a specific problem. If the subject is below the Board's broad policy threshold, the Board will seek to broaden the subject to reflect a class of related topics or issues. The Board will seek to address the subject or issue in a broad proactive style rather than as a single issue, in a reactive manner.

**{Dan Brody suggests a rewrite of 3.1.3, as follows. It would replace 3.1.3 above.}**

**3.1.3. The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, and respect of roles. Although the Board can change its governance process policies at any time, it will observe them scrupulously while in force. The Board will address an issue only if the CGO determines that the following criteria have been met:**

- A. A substantial portion of the Board believes that the issue deserves Board time;**
- B. The issue is the responsibility of the Board;**
- C. If the Board has dealt with the issue before, there is new information that compels reconsideration;**
- D. The focus of the issue is at a systemic level, and is not just a fix for a specific problem. If the issue is below the Board's broad policy threshold, the Board will seek to broaden the issue to include a class of related issues in a proactive style.**

<b>Change #5 Replace 3.1.7.F with new language? Simplifying.</b>
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3.1.7.F. Speak as the Board of Trustees of the UUA on matters of witness in our own work as an Association, e.g., supporting welcoming congregations; ordaining women; ordaining b/g/l/t ministers; the transformation of our congregations and associational bodies in becoming anti-racist, anti-oppressive, and multi-cultural; socially responsible investment of resources; supporting freedom of conscience in the witnessing of congregations and ministers; etc.

***{Dan Brody suggests a rewrite of 3.1.7.F, as follows. This would replace the entirety of 3.1.7.F above}***

***F. Speak as the Board on matters of witness in our own work as an Association, including the transformation of our congregations and***

**Association in becoming anti-racist, anti-oppressive, and multi-cultural.**

**Issue #6 Need for Board gift policy?**

**GovWG question: Should the Board, in Section 3, have its own “gift policy” which relates specifically to Trustees? GovWG recommends YES. See the GovWG proposal for new Section 3.3.2.D below.**

**Issue #7 Trustee employment with UUA? see 3.2.C**

**3.3 POLICY TITLE: BOARD AND BOARD MEMBER CODE OF CONDUCT**

The Board commits itself and its members to acting in adherence to the UUA bylaws, as well as ethical, businesslike, and lawful conduct, including respect for others, proper use of authority and appropriate decorum when acting as Board members.

1. Members must act in accordance with our covenant with member congregations. As Board members, our primary purpose is to serve our member congregations regardless of personal relationships with staff, affiliations with other organizations, or any personal interest.
2. Members must avoid conflict of interest with respect to their fiduciary responsibility.

**Conflict of interest is defined as [\[insert Massachusetts legal definition here.\]](#)**
- A. There will be no self-dealing or business by a member with the organization. Members will annually disclose their involvements with other organizations, with vendors, or any associations that might be, or might reasonably be seen as being, a conflict.
- B. When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote, but also from the deliberation.

If the member holds valuable insight into the relevant situation, the individual chairing may permit comment as long as the Board takes care to pursue its due diligence.
- C. Board members will not use their Board position to obtain employment in the organization for themselves, family members, or close associates. ~~Should a Board member wish to apply for employment, the Board member must first resign from the Board and wait one year before employment by the UUA.~~  
**{DBrody replaces this language with:}- “A Board member may not apply for or accept employment with the Association within one year after the end of the member’s service on the Board.”**

**Issue #8 Finalize “speaking with one voice” policy?**

3.3.3. Trustees covenant with each other to follow a practice of "Speaking with one voice".

This requires that each Trustee has had reasonable opportunity to participate in the debate of the issues and opportunities before the committee or Board. The Trustee may have disagreed with the Board’s decision, and consistent with the right of conscience may say so publicly. However, once the Board makes a policy decision, and even if an individual Trustee does not fully support the Board’s position, each Trustee agrees to do their best to act in alignment with that policy in the spirit of moving our organization ahead in accordance with our democratic principles.

If a Trustee finds that they cannot in good conscience adhere to this policy and covenant, then that Trustee bears the responsibility to consult with the Moderator or First Vice-Moderator and determine an acceptable course of action.

**GovWG question: Is this language satisfactory for our 2009 Policies? Or do you want to work on it some more?**

[Note to Board: We have not yet reviewed this language in relation to our Board covenant. Who shall undertake this?]

**Change #9 Length of terms for Board officers?**

**3.6 POLICY TITLE: *ELECTION OF OFFICERS AND OFFICER ROLES***

The General Assembly elects the Moderator and Financial Advisor.

The Board elects the First and Second Vice Moderators, the Secretary and Assistant Secretary **for terms as determined by the Board.**

The Board appoints the Recording Secretary and Treasurer of UUA.

**{Dan Brody noted that we had not specified the terms of office for Board officers.}**

**The GovWg offers the following phrase: “for terms as determined by the Board.” as shown in the paragraph above.**

**Is this Acceptable?**

**Issue #10 Trustees serving on committees outside the Board? 3.7.2**

**3.7 POLICY TITLE: *BOARD COMMITTEE PRINCIPLES***

Board committees, when used, will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to President.

Accordingly:

**Current language for 3.7.2:**

3.7.2 Board members may serve on staff operational committees, as individuals, at the invitation of the President or of committees established by the General Assembly.

**Proposed language:**

3.7.2 Board members may serve on committees outside the Board, but only in their capacity as private individuals, and do not carry any Board authority in these roles.

3.7.2.1 Board members may serve on staff operational committees at the invitation of the President.

3.7.2.2 Board members may serve on General Assembly operational committees, at the invitation of those committees established by the General Assembly.

**Issue #11 Conflict of interest policy needs work**

**3.7 POLICY TITLE: *BOARD COMMITTEE PRINCIPLES***

Board committees, when used, will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to President.

Accordingly:

13. No person appointed to a Board or UUA committee may participate in that committee's deliberations if they are likely to result in a recommendation or decision that could be a conflict of interest for that member. In the event of a dispute resulting from this rule, the Committee on Committees shall act as arbiter and make a final recommendation to the UUA Board of Trustees.

**{Dan Brody believes that this conflict of interest policy for committee members is too narrow. From Dan, "For example, it does not prevent me from participating in a decision that would lead to the hiring of my brother-**

**in-law. I expect that the Audit Committee’s work on conflict of interest will result in a conflict of interest policy for committee members. I suggest putting in a placeholder here. “ [ q.v. 3.3.2.C]**

**GovWG:** We presume Dan also includes all Trustees, not just Board “committee members”.

**Issue #12 Committee Structure**

Conversations around appropriate committee structure continues.

Dan Brody has noted that six committees which are described in Bylaws Section 7.1 are not created by Board resolution, but are created by Bylaws. These are: Investment Committee, Audit Committee, Executive Committee, Finance, MFC, and Rel. Educ. Credentialing Committee.

The GovWG, in conjunction with the Committee on Committees, continues work to clarify the issues and language around these committee structure questions, and will bring them forward as we can, along with transition plans for agreed upon changes, if any.

As any change is made the Board must develop the set of governance policies that insure that our full fiduciary and spiritual duties are fulfilled going forward.

**Issue #13 Board member gift policy**

**GovWG recommends adding to Section 3.3, “3.3 POLICY TITLE: *BOARD AND BOARD MEMBER CODE OF CONDUCT*”, a new policy to address gifts to Trustees.**

**3.3.2.D. Board members will not accept gifts, or pledges of behavior, of any kind, from any source, that could in any manner be interpreted as attempting to inappropriately influence Trustee behavior or voting.**

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